

RECORDATION NO. 24691-B FILED

AUG 10 '11 -12 30 PM

SURFACE TRANSPORTATION BOARD

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August 10, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Partial Termination of Lease, dated as of August 10, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement previously filed with the Board under Recordation Number 24691.

The names and addresses of the parties to the enclosed document are:

Assignor: UPS Capital Corporation
35 Glenlake Parkway NE
Suite 360
Atlanta, Georgia 30328

Assignee: Banc of America Leasing & Capital, LLC
555 California Street, 4th Floor
San Francisco, California 94104

Ms. Cynthia T. Brown
August 10, 2011
Page 2

A description of the railroad equipment covered by the enclosed document is:

139 aluminum coalporter railcars within the series WEPX 3865 - WEPX 4010 as more particularly set forth in the equipment schedule attached to the document. (7 railcars formerly in the lease were removed: WEPX 3902, WEPX 3914, WEPX 3960, WEPX 3970, WEPX 3986, WEPX 4003 and WEPX 4008)

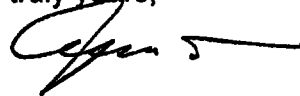
A short summary of the document to appear in the index is:

Memorandum of Assignment and Partial Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bhs
Enclosures

AUG 10 '11 -12 30 PM

MEMORANDUM OF ASSIGNMENT AND PARTIAL TERMINATION OF LEASE**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT AND PARTIAL TERMINATION OF LEASE, dated as of the ____ day of August, 2011 is made by and UPS CAPITAL CORPORATION ("Assignor") and BANC OF AMERICA LEASING & CAPITAL, LLC, successor to Fleet National Bank ("Assignee")

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Assignor and Assignee have entered into that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof (the "Assignment") pursuant to which Assignor assigned and Assignee assumed all of Assignor's present and future rights, obligations, and interest in, to and under that certain Lease Schedule No 36017-00002 dated as of January 29, 2004 (the "Schedule"), between Assignor (as successor by assignment to Fleet National Bank ("Fleet")), as lessor, and Wisconsin Electric Power Company, as lessee ("Lessee"), which incorporates by reference therein that certain Master Equipment Lease Agreement No. 36017 dated as of September 2, 2003 (the "Master Lease"), by and between Assignor (as successor in interest to Fleet) and Lessee (the Master Lease, together with the Schedule, collectively, the "Lease") relating to the 139 aluminum coalporter railcars described on Schedule A (the "Equipment") attached hereto and made a part hereof,

WHEREAS, a Memorandum of Master Equipment Lease Agreement, dated as of November 13, 2003 was filed with the Surface Transportation Board ("STB") on November 13, 2003 and assigned Recordation No. 24691 and a Memorandum of Partial Assignment was filed with the STB on February 18, 2004, which was assigned Recordation No. 24691-A in respect of the Equipment.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, (a) Assignor and Assignee hereby confirm and agree that Assignor has assigned to Assignee all right, title and interest of Assignor in, to and under the Lease and the Equipment and Assignee has accepted such assignment and has assumed the obligations thereunder as provided in the Assignment and (b) Assignor hereby confirms and agrees that the Lease has been terminated solely with respect to the 7 aluminum coalporter railcars described on Schedule B hereof (the "Casualtied Equipment") attached hereto and made a part hereof and Assignor hereby releases any liens it may have with respect to such Casualtied Equipment.

This Memorandum of Assignment may be executed in any number of counterparts, each executed counterpart constituting as an original but altogether only one Memorandum of Assignment

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Partial Assignment to be executed as of the day and year first above written

Assignor.

UPS CAPITAL CORPORATION

By John B Adams

Name John B Adams

Title. Director of Credit & Underwriting

STATE OF Georgia

COUNTY OF Fulton

)
) SS.
)

On this 5th day of August, 2011, before me personally appeared John B. Adams to me personally known, who being by me duly sworn, says that (s)he is the Director of Credit of UPS Capital Corporation, that the foregoing document was signed on behalf of said corporation, and (s)he acknowledged that the execution of said instrument was his/her free act and deed

Kendra M Daniel
NOTARY PUBLIC

My commission expires March 24, 2012

Assignee:
BANC OF AMERICA LEASING &
CAPITAL, LLC

By: [Signature]
Name _____
Title _____

STATE OF _____ }
COUNTY OF _____ } SS

As see attached

On this ____ day of August, 2011, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is the _____ of BANC OF AMERICA LEASING & CAPITAL LLC, that the foregoing document was signed on behalf of said company, and (s)he acknowledged that the execution of said instrument was his/her free act and deed

NOTARY PUBLIC

My commission expires: _____

ACKNOWLEDGMENT

State of California
County of San Francisco ss.

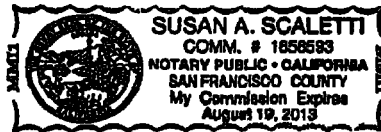
On August 5, 2011 before me, Susan A Scaletti,
Notary Public, personally appeared Anita Garfagnoli

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that ~~he/she/they~~ executed the same in ~~his/her/their~~ authorized capacity(ies), and that by ~~his/her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Susan A. Scaletti
Signature



(seal)

OPTIONAL INFORMATION

Date of Document _____

Type or Title of Document _____

Number of Pages in Document _____

Document in a Foreign Language _____

Type of Satisfactory Evidence:

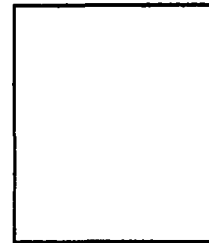
- ☐ Personally Known
☐ Paper Identification
☐ Credible Witness(es)

Capacity of Signer:

- ☐ Trustee
☐ Power of Attorney
☐ CEO / CFO / COO
☐ President / Vice-President / Secretary / Treasurer
☐ Other: _____

Other Information: _____

Thumbprint of Signer



☐ Check here if
no thumbprint
or fingerprint
is available

SCHEDULE A

Equipment Description

One hundred thirty-nine (139) aluminum coalporter railcars bearing the marks and numbers as set forth below:

WEPX3865-WEPX3901, WEPX3903-WEPX3913, WEPX3915-WEPX3959, WEPX3961-WEPX3969, WEPX3971-WEPX3985, WEPX3987-WEPX4002, WEPX4004-WEPX4007
AND WEPX4009-WEPX4010

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

8/10/11



Robert W. Alvord